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Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
AMR CORPORATION, et al.,	: 11-15463 (SHL)
	:
Debtors.	: (Jointly Administered)
-----X	
ALLIED PILOTS ASSOCIATION,	:
PLAINTIFF,	:
v.	: Adv. Proc. No. 12-01094-shl
	:
AMR CORPORATION AND	:
AMERICAN AIRLINES, INC.,	:
DEFENDANTS.	:
-----X	

**AMERICAN AIRLINES, INC.'S
 COUNTER-STATEMENT OF ISSUES ON APPEAL AND
DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, AMR Corporation (“AMR Corp.”) and American Airlines, Inc. (“American”) (together with AMR Corp., the “Debtors”), Defendants-Appellees in the above-captioned adversary proceeding, respectfully submit this counter-statement of issues to be presented on appeal and designation of additional items to be included in the record on appeal.¹

I. COUNTER-STATEMENT OF ISSUES PRESENTED.

Whether the bankruptcy court correctly concluded that the collective bargaining agreement between American and the Allied Pilots Association (“APA”), which became effective on May 1, 2003, has not expired but instead became amendable under, and held in place by, the Railway Labor Act, and therefore is subject to rejection by the Debtors under 11 U.S.C. § 1113?

II. DESIGNATION OF ADDITIONAL ITEMS OF RECORD.

Debtors designate one additional item listed below to be included in the record on appeal. The docket reference is to the docket entry number of electronically filed documents in Adversary Proceeding No. 12-01094 (SHL).

ECF No. 3: The APA’s Letter to the U.S. Bankruptcy Court for the Southern District of New York pursuant to Local Rule 7056-1, entitled “Request for Pre-Motion Conference (Summary Judgment) in connection with *Allied Pilots Association v. AMR Corp. and American Airlines, Inc.*, Adv. Proc. No. 12-01094 (SHL).”

¹ As Plaintiff-Appellant Allied Pilots Association (“APA”) acknowledges, it filed the Notice of Appeal before the bankruptcy court entered an order effectuating its decision of April 20, 2012. *See* Notice of Appeal at 1 n.1. The APA therefore requested that its Notice of Appeal be treated as filed after the final order and entry of judgment. *Id.*

Dated: New York, New York
May 17, 2012

Respectfully submitted,

/s/ Stephen Karotkin

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